

HIGHLY CONFIDENTIAL GOOG-DOJ-AT-00010835

Deal Summary: Two-year deal incentivizing the partner to strengthen their PG and PMP business and keep their full PMP business within AdX.

We are seeking GPX approval for the proposed terms below. There are no AdSense and X-Google aspects to the deal.

Key Asks:

- Maintain PG preferred rate at Growth accelerated in '17 until '19 where PG saw a Growth accelerated in '17 until '17 un
- Introduce PA tiers to achieve and ...
- Despite the market slowdown, Vox Media has managed to keep their PA performance flat. '18 was a strong year for PA with a growth. In the next 2 years, PA is expected to grow in both years.
- o To promote growth and to protect Vox's PA business within the AdX ecosystem. The following tier structure is proposed:

Year	Tier	Revenue Share

• The walk-in offer to Vox will include the tiers below. The tier structure above is the minimum we are asking for GPX approval in order to have room for negotiation with Vox.

Year	Tier	Revenue Share

• **Extend** the current deal for up to 3 months (per partner request in the event more time is needed as they have had attrition). Current agreement is set to expire at the end of December.

Key Things we'll seek in negotiation:

• **PA tiers** to signal our expectations for growth in exchange for renewing their discounted rev shares.

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- **PG**. To ensure they understand our desire for them to continue to grow PG, we will ask Vox Media for the following:
- Provide a PG pipeline update with focus on converting direct/reservation IOs to PG on a periodic basis (e.g once a quarter).
- o Commitment, where applicable, to doing a Vox Media-Google PG case study e.g How Concert leverages Google Ad Manager to achieve efficiency in the marketplace.

Thank you,

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